



74th Annual and Special Meeting

New Fort Hall
Hotel X
Toronto, Ontario

Sunday, February 24, 2019
8:00 am – 8:30 am

Chair of the Board: Patrick Saurette

1. Chair's Welcome & Call to Order

Patrick Saurette, Chair of the Board, welcomed Directors and members to the 74th Annual and Special Meeting of Restaurants Canada. The Chair validated that quorum was met and then called the meeting to order.

2. Minutes of the Last Meeting

Secretary Jeremy Bonia reviewed the minutes of the 73rd Annual Meeting held on February 25th, 2018.

MOTION

It was moved by Jeremy Bonia and seconded by Mike Yasinski that the minutes be approved as presented.

CARRIED

3. Treasurer's Report

a) Financial Statements

Treasurer David Clanachan confirmed that both fiscal years' Financial Statements, 2017 and 2018, were made available electronically when the notice of meeting was issued.

Mr. Clanachan reported that 2017 closed out with a net surplus of just under \$282,500 attributed to the RC Show, gaining traction on media sales and re-engaging members to develop a more comprehensive value proposition. He noted that this trend continued on into 2018, which delivered a solid surplus of \$417,000 even though, that fiscal 2018 reflected nine months of operations and that the comparative year was a full 12 months. The RC Show delivered improved performance that drove an increase in revenues of \$286,000 which was 108% improvement over 2017.

Mr. Clanachan reported that Membership revenues, which also consisted of the affinity programs, delivered an estimated 105% improvement over 2017. He noted that the media properties continued to grow and the establishment of a restricted Advocacy Fund in 2017 would be funded by the annual gains on the association's operating reserve to ensure Restaurants Canada had future funding to drive key advocacy campaigns to support the industry.

Mr. Clanachan tabled a Motion to accept the Financial Statements for the years 2017 and 2018.

MOTION

It was moved by David Clanachan and seconded by Peter Stoddart that the 2017 and 2018 Financial Statements be approved as presented.

CARRIED

b) Special Resolution

Mr. Clanachan tabled a special resolution to amend the By-laws of the corporation. The special resolution included three changes:

1. To update the name of the corporation from Canadian Restaurant and Foodservices Association to Restaurants Canada;
2. Change of the fiscal year end to September 30th, and
3. The language clarification to section 5.3 to director qualifications.

MOTION

It was moved by David Clanachan and seconded by Bill Allen that the special resolution of the Members amended By-laws of the corporation be approved as circulated.

CARRIED

c) Approval of Auditors

Mr. Clanachan then tabled a motion to appoint the accounting firm of Grant Thornton as the auditors of Restaurants Canada for the 2019 Fiscal Year.

MOTION

It was moved by David Clanachan and seconded by Scot McTaggart that the accounting firm of Grant Thornton be appointed as the auditors for the Restaurants Canada for the 2019 Fiscal Year.

CARRIED

4. Chair's Report

Chair of the Board Patrick Saurette provided an overview of accomplishments and highlights during his year, and thanked the Board of Directors and the association staff for the opportunity to represent the industry and for the support provided to him during his term as Chair. He also thanked Shanna Munro and the RC team for their great work and continued support to the members and industry.

5. Nominating Committee Report

Chair of the Nominating Committee, Bill Allen, presented the nominations to Restaurants Canada Board of Directors, which were as follows:

- Duncan Fulton, Toronto, Ontario
- Kelly Higginson, Toronto, Ontario
- Alan Howie, Vancouver, Ontario
- Matthew Senecal-Junkeer, Vancouver, British Columbia
- Doug Rosencrans, Surrey, British Columbia
- Brent Todd, North Vancouver, British Columbia
- Nivera Wallini, Vaughan, Ontario

MOTION

It was moved by Bill Allen and seconded by David Clanachan that the nominations be approved as presented.

CARRIED

6. Remarks by Chair-Elect

Newly elected Chair Brad Kramble welcomed the opportunity to lead and serve the industry in his new role and to continue the momentum by bringing more stakeholders together and creating a stronger voice together.

In closing, the Chair thanked Immediate Past Chair Patrick Saurette for his significant contributions and presented him with gifts of appreciation on behalf of the industry and the association.

The meeting was adjourned.

PATRICK SAURETTE
Chair of the Board

SHANNA MUNRO
President and CEO